

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3182328

The Registrar of Companies for England and Wales hereby certifies that
PINCO 762 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CLIMA HOLDINGS LIMITED

Given at Companies House, Cardiff, the 3rd May 1996

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies

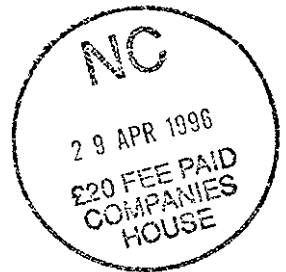


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C O M P A N I E S H O U S E

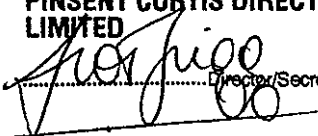
HC006B



COMPANIES ACTS
WRITTEN RESOLUTION
OF
PINCO 762 LIMITED
COMPANY NUMBER: 3182328

I, the undersigned, being the sole member of the above company, for the time being entitled to attend and vote at General Meetings, hereby pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

THAT the name of the Company be changed to CLIMA HOLDINGS LIMITED

<u>Date</u>	<u>Signature</u> For & on behalf of PINSENT CURTIS DIRECTOR LIMITED	<u>Name of Shareholder</u>	<u>Number of Shares</u>
23/4/96	 Director/Secretary	Pincent Curtis Director Limited	1

CERTIFIED A TRUE COPY
SIGNED *Pincent Curtis* DATE *25/4/96*
PINSENT • CURTIS SOLICITORS
DASHWOOD HOUSE, 69 OLD BROAD STREET
LONDON EC2M 1NR
TEL No: 0171-413 7000 FAX No: 0171-413 7000

